

Court File No. CV-24-00096502-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

and

2460467 ONTARIO INC.

Respondent

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION
243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS
AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C.43, AS AMENDED**

RESPONDENT APPLICATION RECORD

July 31, 2024

FRIEDMANS LLP
Barristers and Solicitors
150 Ferrand Drive, Suite 800
Toronto, ON M3C 3E5

William Friedman (LSO No. 18420U)
Khaled Gheddai (LSO No. 73840B)

Tel: (416) 496-3340
Fax: (416) 497-3809
Email: wf@friedmans.ca
kg@friedmans.ca

Lawyers for the Respondent

-2-

TO: **BORDEN LADNER GERVAIS LLP**
Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON M5H 4E3
Tel: (416) 367-6000
Fax: (416) 367-6749

ROGER JAIPARGAS – LSO No. 43275C
Tel: (416) 367-6266
rjaipargas@blg.com

NICK HOLLARD – LSO No. 831700
Tel: (416) 367-6545
nhollard@blg.com

Lawyers for the Applicant

AND TO: SERVICE LIST

-3-

Court File No. CV-24-00096502-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

and

2460467 ONTARIO INC.

Respondent

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION
243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS
AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C.43, AS AMENDED**

INDEX

TAB	DOCUMENT	DATE
1.	Affidavit of Kamal Patel	Sworn July 31, 2024
<i>Exhibits to the Affidavit of Kamal Patel sworn July 31, 2024</i>		
A.	Parcel register of 240 Yeomans Street, Belleville, Ontario	July 31, 2024
B.	Letter from Giuliana Mauro of Cameron Stephens Mortgage Capital Ltd.	January 23, 2024
C.	Email correspondence between Kamal Patel and Nadeem Ahmed	February 20-21, 2024
D.	Email correspondence between Mr. Patel and a representative of Battlefield Equipment Rentals including payment of invoices.	June 17, 2024 to July 30, 2024

TAB 1

Court File No. CV-24-00096502-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

and

2460467 ONTARIO INC.

Respondent

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION
243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS
AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C.43, AS AMENDED**

**AFFIDAVIT OF KAMAL PATEL
(sworn July 31, 2024)**

I, Kamal Patel, of the City of Kitchener, in the Province of Ontario, **MAKE OATH AND**

SAY:

1. I am the principal of the Respondent, 2460467 Ontario Inc. (“**246**”), the registered owner of the property municipally known as 240 Yeomans Street, Belleville, Ontario, and legally described as:

PIN: 40454-0002 (LT)

Description: PCL 14-2 SEC 92 (BELLEVILLE); LT 14 PL 92 THURLOW; LT 21 PL 92 THURLOW; PT LT 15 PL 92 THURLOW; PT LT 20 PL 92 THURLOW; PT UNION ST PL 92 THURLOW; PT RAILROAD ST PL 92 THURLOW; PT YEOMANS ST PL 92 THURLOW PT 1, 2 & 3 21R18413; S/T EASEMENT OVER PT 2 21R18413 IN FAVOUR OF PT 1,2,3 21R18018 EXCEPT PT 1,2,3 21R18413 AS IN HT33628; S/T EASEMENT OVER PT 1,2,3 21R22303 IN FAVOUR OF PT 1,2,3 21R18018 EXCEPT PT 1,2,3 21R18413 AS IN HT33628; T/W EASEMENT OVER PTS 1,2,3 21R22307 AS IN HT33628;

-2-

BELLEVILLE; COUNTY OF HASTINGS; SUBJECT TO AN
EASEMENT IN GROSS AS IN HT292181

(the "**Property**"), which is subject to a Cameron Stephens Mortgage Capital Ltd. ("**CSMC**") mortgage security, which was assigned to the Applicant, Duca Financial Services Credit Union Ltd. (the "**Applicant**"), and, as such, have knowledge of the matters hereinafter deposed. I attach as **Exhibit "A"** a copy of the parcel register of the Property.

2. The contents of this Affidavit are based on my own personal knowledge unless otherwise indicated, and where I have stated that I obtained information from a third party, as set out herein, I verily believe that information to be true.

3. I swear this Affidavit in response to the application brought by the Applicant to appoint a receiver over the assets, properties and undertakings of 246, including the Property.

4. I have reviewed the Affidavit of Ivan Bogdanovich, sworn on July 15, 2024 ("**Ivan Affidavit**") in support of the Applicant's application. I have insufficient time to respond to all the statements made by Mr. Bogdanovich. However, I intend to comment on those allegations that require an immediate response to oppose the appointment of a receiver.

5. The Ivan Affidavit is inaccurate and omits relevant information.

Parties

6. 246 is a corporation incorporated pursuant to the laws of the Province of Ontario. A copy of 246's corporate profile report dated June 5, 2024, can be found in Exhibit "A" of the Ivan Affidavit.

-3-

7. The Applicant is a corporation incorporated pursuant to the laws of the Province of Ontario and is a credit union regulated by the Deposit Insurance Corporation of Ontario.

Background

8. For the past 12 years, I, through 246, and related corporations, have been actively involved in real estate development in the Province of Ontario.

9. The Property is a land assembly currently utilized for a redevelopment project known as Yeo Towns (the "**Yeo Towns Project**"), consisting of four stacked townhouse buildings with a total of 62 residential units, within 4 blocks. At present, 61 units of the 62 have been sold to purchasers pursuant to agreements of purchase and sale.

10. With reference to paragraph 6 of the Ivan Affidavit, 246, as the borrower, entered into a Letter of Commitment with CSMC on November 3, 2022, for a first mortgage construction loan in the sum of \$16,000,000.00, and a Letter of Credit in the sum of \$200,000.00 ("**Loan**"). The Loan was subsequently assigned from CSMC to the Applicant by way of an Assignment Agreement dated May 15, 2024. A copy of the Loan and the Assignment Agreement are found in Exhibit B and G of the Ivan Affidavit, respectively.

11. I do not dispute the assignment from CSMC to the Applicant, as outlined therein. However, I dispute the characterization of the alleged "events of defaults", set forth in paragraphs 22-28 of the Ivan Affidavit.

12. I disagree with the allegation that 246 failed to fund the cost overruns, as detailed in paragraph 24 (b). As is the case, on or about January 23, 2024, I reached out to CMSC requesting a letter indicating 246 credit facilities were in good standing. In response, by letter dated January

-4-

23, 2024, Giuliana Mauro of CSMC confirmed that 246 was in good standing with its loan and had satisfied all requirements contained in the commitment letter- attached hereto and marked as **Exhibit “B”** is a copy of the letter from CMSC.

13. Simultaneously, at or around the same time, the monthly draw for December 2023, which would have been used to pay the construction trades operating out of the project, had yet to be released.

14. In the month that followed, I, on behalf of 246, continued to inquire regularly via phone calls, text messages, emails, and in-person meetings about the release of the December monthly draw to complete the project. Payment of the monthly draws would ensure the project progressed without delay.

15. Although CSMC advised that they were in discussion with their investors and cost consultants about the revised project budget, 246 was not given any concrete information about the nature of the default, as alleged in this application, nor the additional quantity of cash equity required to cure the defects—despite previous correspondence from CSMC confirming 246's good standing pursuant to the Loan.

16. Contrary to the allegation in paragraph 24(a) of the Ivan Affidavit about the interest accrued, in or around February 2024, I again reached out to CSMC, inquiring when the monthly draw for December would be released. This time, by email dated February 21, 2024, Nadeem Ahmed of CSMC responded that CSMC was awaiting the cost report and that, in the meantime, interest in the minimum amount of \$26,000.00 would need to be paid to keep the loan current. Relying on his representation, I made the payment of the interest in the sum of \$26,000.00 and again requested the release of the monthly draw for December, but to no avail. Attached as **Exhibit**

-5-

“C” is a copy of the email correspondence between myself and Mr. Ahmed from February 20, 2024, to February 21, 2024, as well as proof of payment in the sum of \$26,000.00.

17. It was at or around the end of February 2024 that I received a Progress Report No. 14 from Glynn Group, dated January 31, 2024, indicating that 246 had to fund the equity shortfall related to the construction costs for the Yeo Towns Project.

18. As a consequence of this event, the Applicant, to the surprise of 246, notified us that it intended to cease funding, citing a default under the terms of the Loan—further delaying the completion of the project.

19. In reference to the registration of the construction liens and non-payment of property taxes, as detailed in paragraphs 24 (c) (d) and 28 of the Ivan Affidavit, the Applicant’s refusal to advance the monthly draws in December 2023 and the months onwards was the direct result of the liens registered against the Property. The payments to be received from the monthly draws were allocated to pay the trades operating out of the project, along with the property taxes owing on the Property.

20. With respect to the allegation in paragraph 32 of the Ivan Affidavit about Battlefield Equipment Rentals' assertion regarding the fencing at the Property, this is inaccurate. As of today, I, on behalf of 246, have remitted the payment to Battlefield Equipment Rentals, and the fencing equipment remains at the Property. Attached as **Exhibit “D”** is a series of correspondence between myself and a representative at Battlefield Equipment Rentals, evidencing payment on invoices and related communications.

-6-

21. At no time since the registration of the construction lien did the Applicant advise nor imply to 246 that they should look for alternative financing.

The Appointment of Receiver is not Appropriate, Just or Convenient

22. I verily believe that the basis for the Applicant to seek an appointment of a receiver is neither appropriate, just, or convenient in the circumstances. It appears that the basis of the Applicant's application pertains to several incorrect assumptions detailed in the Ivan Affidavit with respect to the Yeo Towns Project.

23. 246 has invested substantial amounts in developing the project and seeing it through its early construction phase.

24. A significant number of agreements of purchase and sale of the units have been entered into by 246 with purchasers, which would be at risk if the receiver was appointed. The value of the Property significantly exceeds the amount of the indebtedness owed to the Applicant.

25. I verily believe that the costs of a receiver would also introduce significant expenses into the process.

26. I also verily believe that the 61 purchasers that have already entered into agreements of purchase and sale with 246 will be negatively impacted if the project is put into receivership as opposed to providing 246 with a reasonable period of time to complete its refinancing to pay out the Applicant.

-7-

27. In my view, the reason that the Applicant is seeking to appoint a receiver is an attempt to disclaim the purchased units, thereby impacting the purchasers' ability to occupy their units.

28. The appointment of a receiver over the Property is not necessary to remediate the issues surrounding the Applicant's Loan, which I am currently attempting to resolve.

29. For over six months, 246 has been working in good faith with CSMC and the Applicant towards the completion of the Yeo Towns Project. The Applicant's abrupt decision to cease these payments, despite advising that 246 was in good standing, has adversely impacted the timely progress of this project. It is respectfully submitted that there are remaining funds under the terms of the Loan for which the Applicant can facilitate payments to the trades.

30. Since the commencement of this application, 246 has been actively pursuing replacement financing to repay the proper amount owing under the Loan, including all accrued interest to date.

31. 246 is in the process of obtaining a commitment letter from a lender to fully discharge the Applicant's Loan, including all accrued interest to date. The refinancing funds required to discharge the Applicant's Loan in its entirety are anticipated to be disbursed in or around the end of August 2024.

32. For all the foregoing reasons, I verily believe it would not be appropriate, just, or convenient to appoint the receiver. Alternatively, if this Honourable Court decides to appoint a Receiver, such an appointment should only take effect in the event the refinancing set to close by the end of August 2024 does not proceed as scheduled.

33. I swear this Affidavit to oppose the appointment of a receiver and for no other or improper purpose.

SWORN by Kamal Patel of the City of Kitchener, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on July 31, 2024, in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.



DocuSigned by:
Khaled Gheddai
187A403B2EEF4FC...

DocuSigned by:
Kamal Patel
B4A501AF6DA944A...

Commissioner for Taking Affidavits
(or as may be)

KHALED GHEDDAI

KAMAL PATEL

EXHIBIT A

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF KAMAL PATEL SWORN
THIS 31 OF JULY 2024

A handwritten signature in blue ink, appearing to read 'K. Gheddai', written over a horizontal line.

A Commissioner for taking Affidavits

Khaled Gheddai

LAND
REGISTRY
OFFICE #21

40454-0002 (LT)

PAGE 1 OF 5
PREPARED FOR Mallika1
ON 2024/07/31 AT 13:24:59

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PCL 14-2 SEC 92 (BELLEVILLE); LT 14 PL 92 THURLOW; LT 21 PL 92 THURLOW; PT LT 15 PL 92 THURLOW; PT LT 20 PL 92 THURLOW; PT UNION ST PL 92 THURLOW; PT RAILROAD ST PL 92 THURLOW; PT YEOMANS ST PL 92 THURLOW PT 1, 2 & 3 21R18413; S/T EASEMENT OVER PT 2 21R18413 IN FAVOUR OF PT 1,2,3 21R18018 EXCEPT PT 1,2,3 21R18413 AS IN HT33628; S/T EASEMENT OVER PT 1,2,3 21R22303 IN FAVOUR OF PT 1,2,3 21R18018 EXCEPT PT 1,2,3 21R18413 AS IN HT33628; T/W EASEMENT OVER PTS 1,2,3 21R22307 AS IN HT33628; BELLEVILLE; COUNTY OF HASTINGS; SUBJECT TO AN EASEMENT IN GROSS AS IN HT292181

PROPERTY REMARKS:

ESTATE/QUALIFIER:

FEE SIMPLE
ABSOLUTE

RECENTLY:

FIRST CONVERSION FROM BOOK

PIN CREATION DATE:

2004/12/20

OWNERS' NAMES

2460467 ONTARIO INC.

CAPACITY SHARE

ROWN

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2004/12/17 **						
LT39270	1997/11/19	CHARGE		*** COMPLETELY DELETED ***	BUSINESS DEVELOPMENT BANK OF CANADA	
LT39271	1997/11/19	NO ASSGN RENT GEN		*** COMPLETELY DELETED ***		
	REMARKS: LT39270					
21R18413	1998/02/16	PLAN REFERENCE				C
LT39765	1998/02/24	TRANSFER		*** COMPLETELY DELETED ***	DENOUDEN INC.	
LT39798	1998/03/02	NOTICE AGREEMENT			THE CORPORATION OF THE CITY OF BELLEVILLE	C
HT7001	2005/09/23	NOTICE		THE CORPORATION OF THE CITY OF BELLEVILLE		C
HT16689	2006/05/12	CHARGE		*** COMPLETELY DELETED *** DENOUDEN INC.	BANK OF MONTREAL	
HT17602	2006/06/02	DISCH OF CHARGE		*** COMPLETELY DELETED *** BUSINESS DEVELOPMENT BANK OF CANADA		
	REMARKS: RE: LT39270					
21R22303	2007/06/12	PLAN REFERENCE				C
HT33628	2007/06/19	TRANSFER		*** COMPLETELY DELETED *** DENOUDEN INC.	DONDEB INC.	
	REMARKS: PLANNING ACT CONSENT					
HT33629	2007/06/19	DISCH OF CHARGE		*** COMPLETELY DELETED *** BANK OF MONTREAL		
	REMARKS: RE: HT16689					

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.

NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



LAND
REGISTRY
OFFICE #21

40454-0002 (LT)

PAGE 2 OF 5
PREPARED FOR Mallikal
ON 2024/07/31 AT 13:24:59

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
HT33630	2007/06/19	CHARGE		*** COMPLETELY DELETED *** DONDEB INC.	ONTARIO WEALTH MANAGEMENT CORPORATION	
HT103415	2011/04/15	NO CHNG ADDR INST		*** DELETED AGAINST THIS PROPERTY *** ONTARIO WEALTH MANAGEMENT CORPORATION		
	REMARKS: HT33630					
HT116369	2011/12/14	CHARGE		*** COMPLETELY DELETED *** DONDEB INC.	RANKEL, FRED	
HT116409	2011/12/14	NOTICE		*** COMPLETELY DELETED *** ELLIOTT, HOWARD ELLIOTT, DONNA	RANKEL, FRED	
	REMARKS: POSTPONES INTEREST UNDER 11-0000714 WRIT TO HT116369					
HT116424	2011/12/14	DISCH OF CHARGE		*** COMPLETELY DELETED *** ONTARIO WEALTH MANAGEMENT CORPORATION		
	REMARKS: HT33630.					
HT131771	2012/10/29	APL COURT ORDER		*** COMPLETELY DELETED *** ONTARIO SUPERIOR COURT OF JUSTICE	A. FARBER & PARTNERS INC.	
HT149765	2013/12/04	APL VESTING ORDER		*** COMPLETELY DELETED *** ONTARIO SUPERIOR COURT OF JUSTICE	ALFRED PETER ENTERPRISES INC.	
HT202563	2017/01/25	TRANSFER	\$593,000	ALFRED PETER ENTERPRISES INC.	2460467 ONTARIO INC.	C
	REMARKS: PLANNING ACT STATEMENTS.					
HT202564	2017/01/25	CHARGE		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	ALFRED PETER ENTERPRISES INC.	
HT240045	2018/12/21	NOTICE		2460467 ONTARIO INC.	DENOUDEN INC.	C
	REMARKS: HT33628					
HT244334	2019/04/09	NOTICE	\$2	THE CORPORATION OF THE CITY OF BELLEVILLE		C
	REMARKS: SITE PLAN AGREEMENT					
HT261969	2020/02/21	CHARGE		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	2257764 ONTARIO INC.	
HT274905	2020/10/26	CHARGE		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	FRANCESCHI, PATRIZIA	
HT274906	2020/10/26	NO ASSGN RENT GEN		*** COMPLETELY DELETED ***		

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

LAND
REGISTRY
OFFICE #21

40454-0002 (LT)

PAGE 3 OF 5
PREPARED FOR Mallikal
ON 2024/07/31 AT 13:24:59

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
		REMARKS: HT274905		2460467 ONTARIO INC.	FRANCESCHI, PATRIZIA	
HT274907	2020/10/26	POSTPONEMENT		*** COMPLETELY DELETED *** 2257764 ONTARIO INC.	FRANCESCHI, PATRIZIA	
		REMARKS: HT261969 TO HT274905				
HT274993	2020/10/27	DISCH OF CHARGE		*** COMPLETELY DELETED *** ALFRED PETER ENTERPRISES INC.		
		REMARKS: HT202564.				
HT282017	2021/02/24	NOTICE		*** COMPLETELY DELETED *** 2257764 ONTARIO INC.	2460467 ONTARIO INC.	
		REMARKS: TO BE DELETED UPON THE DELETION OF HT261969				
HT292181	2021/07/21	TRANSFER EASEMENT	\$2	2460467 ONTARIO INC.	ENBRIDGE GAS INC.	C
HT298096	2021/10/13	DISCH OF CHARGE		*** COMPLETELY DELETED *** 2257764 ONTARIO INC.		
		REMARKS: HT261969.				
HT299049	2021/10/28	CHARGE		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	FRANCESCHI, PATRIZIA	
HT299050	2021/10/28	NO ASSGN RENT GEN		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	FRANCESCHI, PATRIZIA	
		REMARKS: HT299049				
HT299051	2021/10/28	DISCH OF CHARGE		*** COMPLETELY DELETED *** FRANCESCHI, PATRIZIA		
		REMARKS: HT274905.				
HT301720	2021/12/03	CHARGE		*** COMPLETELY DELETED *** 2460467 ONTARIO INC.	LUCA, ELIZABETH	
HT305409	2022/02/08	NO CHNG ADDR OWNER		2460467 ONTARIO INC.		C
HT305410	2022/02/08	NO CHNG ADDR INST		2460467 ONTARIO INC.		C
		REMARKS: HT202563.				
HT305411	2022/02/08	NO CHNG ADDR INST		2460467 ONTARIO INC.		C
		REMARKS: HT240045.				

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



LAND
REGISTRY
OFFICE #21

40454-0002 (LT)

PAGE 4 OF 5
PREPARED FOR Mallikal
ON 2024/07/31 AT 13:24:59

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
HT324125	2022/12/20	CHARGE	\$7,000,000	2460467 ONTARIO INC.	WESTMOUNT GUARANTEE SERVICES INC.	C
HT324512	2023/01/03	CHARGE	\$575,000	2460467 ONTARIO INC.	1154605 ONTARIO INC.	C
HT324513	2023/01/03	NO ASSGN RENT GEN <i>REMARKS: HT324512</i>		2460467 ONTARIO INC.	1154605 ONTARIO INC.	C
HT324845	2023/01/11	CHARGE	\$19,440,000	2460467 ONTARIO INC.	CAMERON STEPHENS MORTGAGE CAPITAL LTD.	C
HT324846	2023/01/11	POSTPONEMENT <i>REMARKS: HT324125 TO HT324845</i>		WESTMOUNT GUARANTEE SERVICES INC.	CAMERON STEPHENS MORTGAGE CAPITAL LTD.	C
HT324847	2023/01/11	POSTPONEMENT <i>REMARKS: HT324512 TO HT324845</i>		1154605 ONTARIO INC.	CAMERON STEPHENS MORTGAGE CAPITAL LTD.	C
HT325033	2023/01/13	DISCH OF CHARGE <i>REMARKS: HT299049.</i>		*** COMPLETELY DELETED *** FRANCESCHI, PATRIZIA		
HT325034	2023/01/13	DISCH OF CHARGE <i>REMARKS: HT301720.</i>		*** COMPLETELY DELETED *** LUCA, ELIZABETH		
HT345522	2024/04/12	CONSTRUCTION LIEN	\$20,876	1829816 ONTARIO INC.		C
HT347095	2024/05/17	TRANSFER OF CHARGE <i>REMARKS: HT324845.</i>		CAMERON STEPHENS MORTGAGE CAPITAL LTD.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
HT347155	2024/05/17	CONSTRUCTION LIEN	\$23,343	RONA INC.		C
HT347215	2024/05/21	CONSTRUCTION LIEN <i>REMARKS: LIEN</i>	\$189,302	1829816 ONTARIO INC.		C
HT347517	2024/05/28	CONSTRUCTION LIEN	\$124,365	CAMBRIDGE DRYWALL SERVICES LTD.		C
HT347597	2024/05/29	CONSTRUCTION LIEN	\$541,799	995451 ONTARIO INC.		C
HT348001	2024/06/04	CONSTRUCTION LIEN	\$878,720	FUSIONCORP DEVELOPMENTS INC.		C
HT348028	2024/06/05	CONSTRUCTION LIEN	\$255,652	BONWEST LIMITED		C
HT348103	2024/06/06	CONSTRUCTION LIEN	\$26,552	TOROMONT INDUSTRIES LTD.		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

40454-0002 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
HT348293	2024/06/11	CONSTRUCTION LIEN	\$65,543	A. HEWITT AND SONS INC.		C
HT348351	2024/06/12	CERTIFICATE		FUSIONCORP DEVELOPMENTS INC.		C
	REMARKS: HT348001					
HT349132	2024/06/25	CERTIFICATE		CAMBRIDGE DRYWALL SERVICE LTD.		C
	REMARKS: HT347517					
HT349382	2024/06/27	CONSTRUCTION LIEN	\$489,726	DIAMOND ELECTRICAL CONTRACTORS LIMITED		C
HT349867	2024/07/09	CERTIFICATE		1829816 ONTARIO INC.		C
	REMARKS: RELATES TO HT345522 AND HT347215.					

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

EXHIBIT B

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF KAMAL PATEL
SWORN THIS 31 OF JULY 2024

A handwritten signature in blue ink, appearing to read 'K. Gheddai', written over a horizontal line.

A Commissioner for taking Affidavits
Khaled Gheddai

CAMERON | MORTGAGE
STEPHENS | CAPITAL LIMITED

24 January 2024

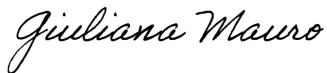
Attention:

Re: Project: YEO Towns
CSMC Loan No.: 3957-41
Borrower: 2460467 Ontario Inc.

This letter serves to confirm that (Borrower) has maintained its mortgage with Cameron Stephens Mortgage Capital in good standing. Over the term of the mortgage, the borrower has made all payments on time, and has satisfied all the requirements contained in the commitment letter.

Should you require further information, please contact the undersigned.

Yours truly,



Giuliana Mauro
SVP – Underwriting & Portfolio Management

EXHIBIT C

TTHIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF KAMAL PATEL
SWORN THIS 31 OF JULY 2024

A handwritten signature in blue ink, appearing to read 'Khaled Gheddai', written in a cursive style.

A Commissioner for taking Affidavits

Khaled Gheddai

----- Forwarded Message -----

From: Nadeem Ahmed <nahmed@cameronstephens.com>
To: kamal patel <hojokitchener@yahoo.com>; Nick Ainis <nick@fusioncorp.ca>
Cc: Leigh Licursi <llicursi@cameronstephens.com>; Kevin Marthinsen <kmarthinsen@cameronstephens.com>; Dana Davis <ddavis@cameronstephens.com>; John David <jdavid@cameronstephens.com>; Steven Chi <schi@glynngroup.ca>
Sent: Wednesday, February 21, 2024 at 01:45:42 p.m. EST
Subject: RE: YEO Towns

Kam,

As discussed, we are waiting for the cost consultant report, and we will need to discuss cost over-runs internally and with our investors and explore the option to cover any funding shortfall (as per the report) including more equity injection from your end. We will keep you posted.

Thank you,

NADEEM AHMED, CFA

DIRECTOR, UNDERWRITING & PORTFOLIO MANAGEMENT

[Cameron Stephens](#)



P: (416) 591-8787
C: (647) 469-2169
F: (416) 591-9001

nahmed@cameronstephens.com
320 Bay Street, Suite 1700,
Toronto, ON M5H 4A6

CameronStephens.com
Broker #: 10769
Administrator #: 11807



The information contained herein, including any attachments, is propriety and confidential and is intended for the exclusive use of the addressee. It also may contain privileged information and/or personal information subject to privacy legislation. The authorized addressee of this information, by its retention and use, agrees to protect the information contained herein from loss, disclosure, theft or compromise with at least the same care it employs to protect its own confidential information. Any dissemination or use of this information by a person other than the intended recipient is unauthorized and may be illegal. If you have received this e-mail in error, please notify us immediately by reply e-mail and destroy all copies.

From: kamal patel <hojokitchener@yahoo.com>
Sent: Wednesday, February 21, 2024 1:32 PM
To: Nick Ainis <nick@fusioncorp.ca>; Nadeem Ahmed <nahmed@cameronstephens.com>
Cc: Leigh Licursi <llicursi@cameronstephens.com>; Kevin Marthinsen <kmarthinsen@cameronstephens.com>; Dana Davis <ddavis@cameronstephens.com>; John David <jdavid@cameronstephens.com>; Steven Chi <schi@glynngroup.ca>
Subject: Re: YEO Towns

Hi Nadeem,

please find attached Wired receipt of \$26k. please release now December draw ASAP.

thanks,

Kam Patel
Jaykam Developers Limited

Kitchener ON
Tel:519-721-2755

On Wednesday, February 21, 2024 at 10:17:50 a.m. EST, Nadeem Ahmed <nahmed@cameronstephens.com> wrote:

Kam,

As discussed, we are waiting for the cost consultant report which should be in this week. We will discuss and explore the options internally and with our investors once we receive the report.

In the meantime, please note that the interest is due on March 1, and you are required to keep the loan current. The total interest for the month is \$56,861.64 and we only have \$31,319.65 in the interest reserve account. At a minimum, we need ~\$26,000 to be wired to us to cover the shortfall for this month. Please send us the wire confirmation as soon as you have wired the money.

Thank you,

NADEEM AHMED, CFA

DIRECTOR, UNDERWRITING & PORTFOLIO MANAGEMENT

[Cameron Stephens](#)

P: (416) 591-8787

C: (647) 469-2169

F: (416) 591-9001

nahmed@cameronstephens.com

320 Bay Street, Suite 1700,

Toronto, ON M5H 4A6

CameronStephens.com

Broker #: 10769

Administrator #: 11807



The information contained herein, including any attachments, is propriety and confidential and is intended for the exclusive use of the addressee. It also may contain privileged information and/or personal information subject to privacy legislation. The authorized addressee of this information, by its retention and use, agrees to protect the information contained herein from loss, disclosure, theft or compromise with at least the same care it employs to protect its own confidential information. Any dissemination or use of this information by a person other than the intended recipient is unauthorized and may be illegal. If you have received this e-mail in error, please notify us immediately by reply e-mail and destroy all copies.

From: Nick Ainis <nick@fusioncorp.ca>

Sent: Tuesday, February 20, 2024 6:42 PM

To: Nadeem Ahmed <nahmed@cameronstephens.com>; Leigh Licursi <llicursi@cameronstephens.com>; Kevin Marthinsen <kmarthinsen@cameronstephens.com>; kamal patel <hojokitchener@yahoo.com>

Subject: Re: YEO Towns

thank you everyone

Nick Ainis, Founder & CEO

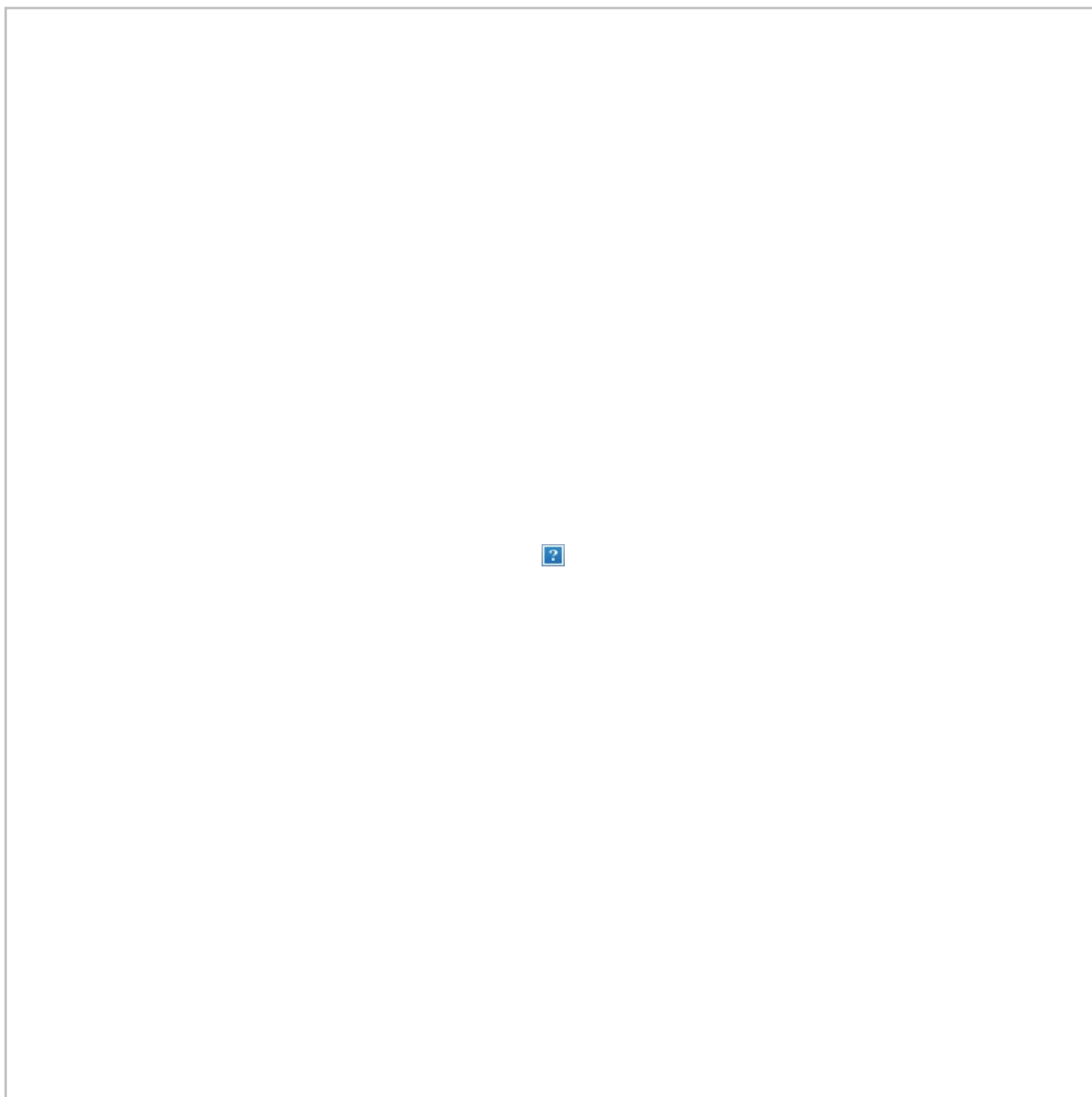
B. Tech. Arch. Sci. P.M.T.
Fusioncorp Developments Inc.

Cell: 416-917-0242

www.fusioncorp.ca



 [Book time to meet with me](#)



[Buy My Book!](#)

This message is intended for the use of the individual or entity to which it is addressed and contains information that is privileged and confidential. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of the communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone or forward the original message to the sender.

From: kamal patel <hojokitchener@yahoo.com>
Sent: Tuesday, February 20, 2024 3:42 PM
To: Nadeem Ahmed <nahmed@cameronstephens.com>; Leigh Licursi <llicursi@cameronstephens.com>; Kevin Marthinsen <kmarthinsen@cameronstephens.com>
Cc: Nick Ainis <nick@fusioncorp.ca>
Subject: Re: YEO Towns

Hi Kevin,

thanks for introducing Nadeem and Leigh.

Hi Nadeem and Leigh,

please keep in touch to finish this project, please contact me if you need any information from me.

thanks,

Kam Patel
Jaykam Developers Limited
Kitchener ON
Tel:519-721-2755

On Tuesday, February 20, 2024 at 03:33:51 p.m. EST, Kevin Marthinsen <kmarthinsen@cameronstephens.com> wrote:

Kam and Nick,

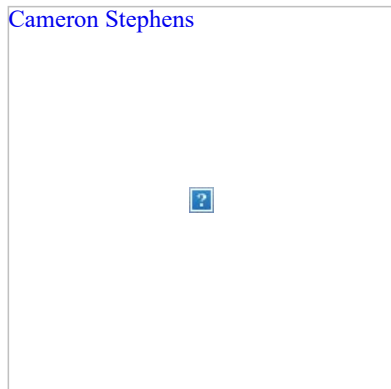
Nadeem and Leigh from my office are handling this with our investor.

Thought I'd make a quick intro so they can keep you up to speed. I don't think we've heard back yet – but they will reach out accordingly.

KEVIN MARTHINSEN

SENIOR DIRECTOR, MORTGAGE ORIGINATION

MORTGAGE AGENT LEVEL 2



P: (416) 591-8787 ext.223
C: (647) 287-3311
F: (416) 591-9001

kmarthinsen@cameronstephens.com
1700-320 Bay St.
Toronto, ON M5H 4A6

CameronStephens.com
Broker #: 10769
Administrator #: 11807



The information contained herein, including any attachments, is propriety and confidential and is intended for the exclusive use of the addressee. It also may contain privileged information and/or personal information subject to privacy legislation. The authorized addressee of this information, by its retention and use, agrees to protect the information contained herein from loss, disclosure, theft or compromise with at least the same care it employs to protect its own confidential information. Any dissemination or use of this information by a person other than the intended recipient is unauthorized and may be illegal. If you have received this e-mail in error, please notify us immediately by reply e-mail and destroy all copies.

EXHIBIT D

TTHIS IS EXHIBIT "D" REFERRED TO IN THE
AFFIDAVIT OF KAMAL PATEL
SWORN THIS 31 OF JULY 2024

A handwritten signature in blue ink, appearing to read 'K. Gheddai', written over a horizontal line.

A Commissioner for taking Affidavits

Khaled Gheddai

----- Forwarded Message -----

From: kamal patel <hojokitchener@yahoo.com>

To: anna@fusioncorp.ca <anna@fusioncorp.ca>; Margie Davis <margie.davis@toromont.com>

Cc: Joe Gigante <joe.gigante@toromont.com>; Laura Bull <laura.bull@toromont.com>

Sent: Tuesday, June 18, 2024 at 04:23:48 p.m. EDT

Subject: Re: Battlefield (Ontario) Credit Card Payment Request - Payment Accepted

Hi Margie,

sure i am approving this your allocation of invoices toward the fence.

because your cc payment system required one of the invoice numbers so i entered to mach with the amount.

thanks,

Kam Patel
Jaykam Developers Limited
Kitchener ON
Tel:519-721-2755

On Tuesday, June 18, 2024 at 04:16:41 p.m. EDT, Margie Davis <margie.davis@toromont.com> wrote:

Hey Kam,

The invoice noted below on your payment is for propane/heat.

Could you please respond to this email and approve the re-allocation of your payment towards these fence invoices attached as discussed: \$2,493.53

21246195,21246581,21246978,21247439,21247925,21248548

The \$2.19 difference would remain as an overpayment on the account.

Thanks,

Margie

From: Margie Davis <Margie.Davis@toromont.com>
Sent: Monday, June 17, 2024 5:07 PM
To: kamal patel <hojokitchener@yahoo.com>
Cc: Joe Gigante <Joe.Gigante@Toromont.com>; Laura Bull <Laura.Bull@toromont.com>
Subject: Re: Battlefield (Ontario) Credit Card Payment Request - Payment Accepted

Received - thanks. Will review the reconciliation tomorrow to ensure they're put towards the multiple fence invoices.

Sent from my iPhone

On Jun 17, 2024, at 4:54 PM, {hojokitchener@yahoo.com} kamal patel <hojokitchener@yahoo.com> wrote:

Hi All,

see the payment confirmation. acknowledge this email, please.

Kam Patel
Jaykam Developers Limited

Kitchener ON
Tel:519-721-2755


----- Forwarded Message -----

From: noreply@battlefieldequipment.ca <noreply@battlefieldequipment.ca>

To: "hojokitchener@yahoo.com" <hojokitchener@yahoo.com>

Sent: Monday, June 17, 2024 at 04:17:10 p.m. EDT

Subject: Battlefield (Ontario) Credit Card Payment Request - Payment Accepted



Hello Kamal Patel,

Thank You For Your Payment!

Payment Confirmation #	6L4VJU3EOB
-------------------------------	-------------------

Payment Items:

22313792	\$2,495.72
TOTAL	\$2,495.72

Credit Card Type	Credit Card Number
Mastercard	522303xxxx2127

This e-mail and any attachments may be confidential or legally privileged. If you are not the intended recipient you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited. Please notify us immediately by email at corpmail@toromont.com or by telephone (collect if necessary). Please delete this email and destroy any copies. Thank you for your cooperation. Toromont Industries Ltd., 3131 Highway 7 West, Concord, ON, L4K 1B7 www.toromont.com (416) 667-5511.

Ce courriel, ainsi que tous les fichiers joints, sont considérés comme confidentiels ou juridiquement privilégiés. Si vous n'êtes pas le destinataire désigné du présent message, soyez avisé que toute divulgation, copie, distribution ou action se fondant sur le contenu est strictement interdite. Veuillez nous

en aviser immédiatement par courriel à l'adresse corpmail@toromont.com ou par téléphone (à frais virés si nécessaire). Veuillez effacer ce courriel et toute copie éventuelle. Merci pour votre coopération.
Toromont Industries Ltd., 3131 Highway 7 West, Concord, ON, L4K 1B7 www.toromont.com (416) 667-5511.

----- Forwarded Message -----

From: noreply@battlefieldequipment.ca <noreply@battlefieldequipment.ca>
To: "hojokitchener@yahoo.com" <hojokitchener@yahoo.com>
Sent: Tuesday, July 30, 2024 at 03:37:18 p.m. EDT
Subject: Battlefield (Ontario) Credit Card Payment Request - Payment Accepted

Hello Kamal Patel,

Thank You For Your Payment!

Payment Confirmation #	BKXYPH9YOY
Payment Items:	
21249255	\$408.99
TOTAL	\$408.99

Credit Card Type	Credit Card Number
Mastercard	522303xxxx2127

-
-
-
-

Kam Patel
Jaykam Developers Limited
Kitchener ON
Tel:519-721-2755

----- Forwarded Message -----

From: Margie Davis <margie.davis@toromont.com>
To: {nick@fusioncorp.ca} Nick Ainis <nick@fusioncorp.ca>; kamal patel <hojokitchener@yahoo.com>
Cc: anna fusioncorp.ca <anna@fusioncorp.ca>; Angelique Fousek <angelique.fousek@toromont.com>
Sent: Tuesday, July 30, 2024 at 03:01:40 p.m. EDT
Subject: RE: Battlefield Equipment Rentals Statement - 49197 2460467 ONTARIO INC

Hey Kam,

Please issue payment for the oldest fence contract invoice, rather than the most current you note below.

Payment required for: Invoice #21249255 \$408.99

PO #7

1C95829

Jun-06-2024

CREDIT CARD PAYMENTS CAN BE MADE ON LINE

<https://payments.battlefieldequipment.ca/gp/external>

Thanks,

Margie

From: {nick@fusioncorp.ca} Nick Ainis <nick@fusioncorp.ca>
Sent: Tuesday, July 30, 2024 2:22 PM
To: kamal patel <hojokitchener@yahoo.com>
Cc: Margie Davis <Margie.Davis@toromont.com>; anna fusioncorp.ca <anna@fusioncorp.ca>
Subject: Re: Battlefield Equipment Rentals Statement - 49197 2460467 ONTARIO INC

Thanks kam

I copied margie

Margie pls note re-finance is starting to come into play and note kam's comments to keep fence on site for just a bit longer

Nick Ainis, Founder & CEO

B. Tech. Arch. Sci. P.M.T.
Fusioncorp Developments Inc.
Cell: 416-917-0242
www.fusioncorp.ca



 [Book time to meet with me](#)

[Buy My Book!](#)

This message is intended for the use of the individual or entity to which it is addressed and contains information that is privileged and confidential. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of the communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone or forward the original message to the sender.

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

-and-

2460467 ONTARIO INC.

Applicant

Respondent

Court File No. CV-24-00096502-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
OTTAWA

**AFFIDAVIT OF KAMAL PATEL
Sworn on July 31, 2024**

FRIEDMANS LLP
Barristers and Solicitors
150 Ferrand Drive, Suite 800
Toronto, ON M3C 3E5

William Friedman (LSO No. 18420U)
Khaled Gheddai (LSO No. 73840B)

Tel: (416) 496-3340
Fax: (416) 497-3809
Email: wf@friedmans.ca
kg@friedmans.ca

Lawyers for the Respondent

RCP-E 4C (May 1, 2016)

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

-and-

2460467 ONTARIO INC.

Applicant

Respondent

Court File No. CV-24-00096502-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
OTTAWA

RESPONDING APPLICATION RECORD

FRIEDMANS LLP

Barristers and Solicitors
150 Ferrand Drive, Suite 800
Toronto, ON M3C 3E5

William Friedman (LSO No. 18420U)

Khaled Gheddai (LSO No. 73840B)

Tel: (416) 496-3340
Fax: (416) 497-3809
Email: wf@friedmans.ca
kg@friedmans.ca

Lawyers for the Respondent

RCP-E 4C (May 1, 2016)